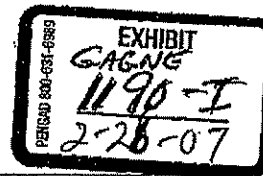


Exhibit 32



Frank Martinez

From: Perry Turnbull
Sent: Thursday, January 28, 1998 12:19 PM
To: Patricia Kartha
Cc: Frank Martinez; Gary Hawthorne
Subject: FW: NIELSEN ELECTRONICS INSTITUTE

Pat,

I will take your lead on research we need to get done here. Where do you suggest we start?

From: Frank Martinez
Sent: Wednesday, January 28, 1998 11:53 AM
To: Gary Hawthorne; Perry Turnbull
Cc: Patricia Kartha
Subject: NIELSEN ELECTRONICS INSTITUTE

Per Andrew's inquiry of you, be advised that Rod Gagne has discussed the issues with Andrew and we are to proceed. The action has been assigned to DUNCAN GRANT, but Rod wants to be the focal point in the beginning. He suggested we get working on starting to provide the 'evidence' needed. I told him that would be a Pat Kartha/Perry Turnbull reconciliation effort, but that I would still be the 'contact' to facilitate the requests/requirements. Fee for this is hourly at \$150-300, per hour, and it's unlimited in terms of time needed, at this point (Rod said he had discussed that with Andrew, as well).
 PAT & PERRY: I guess the ball is in your court. I don't even know where to begin. Please advise. Thx!

- 1/29/98- s/w Rod, clms we have 3 alternatives: (1) buy time to sue (*extensive & expensive*); (2) give all info to NEI; (3) settle by showing the numbers to NEI, which they haven't like, and settle (lit cost \$5,000.). Rod asked me if Aukamp involved and I said not to my knowledge.
- Briefed Gary re conversation w/Rod; he told me AY wants Aukamp involved.
 - Called Bill Aukamp; now involved, per AY's request. I gave him overview of Rod's involvement, and Perry's. He to contact Rod for legal briefing. Will call me back.
 - I briefed Perry re above. He had stated to Pat that we can gather all material with a dedicated temp within 3 weeks; Perry's 'cut' on all this is that we will settle, and we should.
 - I briefed Gary re all of the above.

*Litigator -
 Jeff Martin*

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SFC 00359

WSFC0785790

Frank Martinez

From: Frank Martinez
Sent: Wednesday, January 28, 1998 11:53 AM
To: Gary Hawthorne; Perry Turnbull
Cc: Patricia Kartha
Subject: NIELSEN ELECTRONICS INSTITUTE

Per Andrew's inquiry of you, be advised that Rod Gagne has discussed the issues with Andrew and we are to proceed. The action has been assigned to DUNCAN GRANT, but Rod wants to be the focal point in the beginning. He suggested we get working on starting to provide the 'evidence' needed. I told him that would be a Pat Kartha/Perry Turnbull reconciliation effort, but that I would still be the 'contact' to facilitate the requests/requirements. Fee for this is hourly at \$150-300. per hour, and it's unlimited in terms of time needed, at this point (Rod said he had discussed that with Andrew, as well).
PAT & PERRY: I guess the ball is in your court. I don't even know where to begin. Please advise. Thx!

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SFC 00360

WSFC0785791



STUDENT FINANCE CORPORATION

January 21, 1998

FAX TO: 215-981-4750

W. Roderick Gagne, Esq.
Pepper, Hamilton & Sheetz LLP
3000 Logan Square
Eighteenth & Arch Streets
Philadelphia, PA 19103-2799

RE: NIELSEN ELECTRONICS INSTITUTE (NEI)

Dear Rod:

We just received the attached.

Please advise! Thanks.

Sincerely,


Frank Martinez

cc: Perry R. Turnbull, SVP
Gary J. Hawthorne, VP

1/21 Rod called had not
received package sent
1/19.

Q: Why can't we supply
the info? Told him
Perry will fill him
in.

1/22 Rod called; received package
He to slow try & may suggest
and "All hands" meeting. I told
GH & PT.

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SFC 00361

WSFC0785792

01/21/98

10:55

CRITERION INV. INC → SFC-DE

NO.067 P02

cc: Percy T.

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January 14, 1998

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 (302) 888-6880

UPS OVERNIGHT

Mr. Andrew N. Yao, President
 Student Finance Corporation
 Radnor Corporate Center - Bldg. 5
 #501
 Radnor, PA 19087

Re: Nielsen Electronics Institute

Dear Mr. Yao:

We represent Nielsen Electronics Institute ("Nielsen"). I write in connection with The Classic Student Loan Program Agreement (the "Agreement") between Nielsen and your company, Student Finance Corporation ("SFC").

This letter is to demand an accounting, together with all the pertinent supporting documentation, with respect to all amounts you assert are owed by or to Nielsen in connection with the Agreement with SFC. Without limiting the generality of the foregoing, such an accounting should include all sums deposited into the Reserve Account, and all sums withdrawn from such Reserve Account.

As you know, Nielsen has been seeking such an accounting for some time, but SFC has not responded appropriately. Therefore, unless an acceptable accounting is received by my firm by January 31, 1998, we will enforce Nielsen's rights under the Agreement, including the institution of litigation.

Very truly yours,


 Edward M. McNally

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EMM:cas

SFC 00362

C:\DATA\BMO\ACCORDS\306673.01

WSFC0785793

Frank Martinez.

From: Frank Martinez
Sent: Monday, January 19, 1998 12:16 PM
To: Perry Turnbull
Cc: Gary Hawthorne
Subject: RE: Gagne letter

OK. I'll prepare it formally and cc you & Gary. Thx!

From: Perry Turnbull
Sent: Monday, January 19, 1998 12:10 PM
To: Frank Martinez
Subject: Gagne letter

It looks good!

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SFC 00363

WSFC0785794